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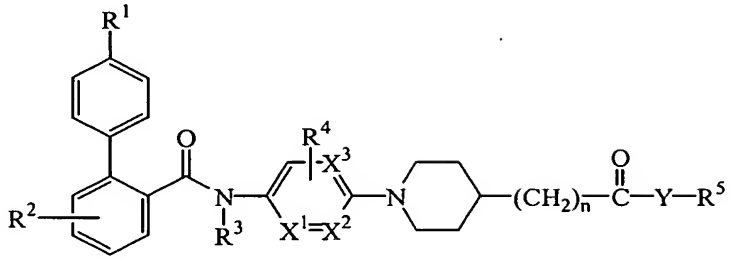
Amendments to the Claims:

1. (original) A compound of formula (I)



(I),

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein

R^1 is hydrogen, C_{1-4}alkyl, halo, or polyhaloC_{1-4}alkyl;

R^2 is hydrogen, C_{1-4}alkyl, halo, or polyhaloC_{1-4}alkyl;

R^3 is hydrogen or C_{1-4}alkyl;

R^4 is hydrogen, C_{1-4}alkyl, or halo;

n is an integer zero or 1;

X^1 and X^2 are either both carbon, or when one of X^1 or X^2 is nitrogen, than the other X^1 or X^2 is carbon;

X^3 is carbon, or nitrogen provided that only one of X^1 or X^2 is nitrogen;

Y is O or NR^6 wherein R^6 is hydrogen or C_{1-4}alkyl; and

$R^5$is hydrogen; C_{1-6}alkyl optionally substituted with C_{1-4}alkyloxy, cyano, polyhaloC_{1-4}alkyl, or aryl; C_{2-6}alkenyl optionally substituted with aryl; C_{3-6}alkynyl optionally substituted with aryl; aryl or heteroaryl;

aryl is phenyl; phenyl substituted with one, two or three substituents each independently selected from nitro, azido, cyano, halo, hydroxy, C_{1-6}alkyl, C_{3-6}cycloalkyl, C_{1-4}alkyloxy, polyhaloC_{1-6}alkyl, amino, mono- or di(C_{1-6}alkyl)amino;

heteroaryl is pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, triazolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, pyrrolyl, furanyl, or thienyl; and optionally substituted with one, two or three substituents each

independently selected from nitro, azido, cyano, halo, hydroxy, C_{1-6}alkyl, C_{3-6}cycloalkyl, C_{1-4}alkyloxy, polyhaloC_{1-4}alkyl, amino, mono- or di(C_{1-6}alkyl)amino.

2. (orginal) A compound as claimed in claim 1 wherein X^1, X^2 and X^3 are carbon.

3. (original) A compound as claimed in claim 1 wherein X^1 is carbon, X^2 is nitrogen, and X^3 is carbon.

4. (original) A compound as claimed in claim 1 wherein X^1 is nitrogen, X^2 is carbon, and X^3 is carbon.

5. (currently amended) A compound as claimed in ~~any of~~ claims 1 ~~to 4~~ wherein n is the integer zero.

6. (currently amended) A compound as claimed in ~~any of~~ claims 1 ~~to 4~~ n is the integer 1.

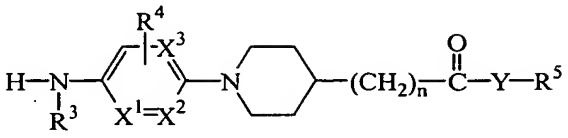
7. (currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in ~~any of~~ claims 1 ~~to 6~~.

8. (currently amended) A process for preparing a pharmaceutical composition as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in ~~any of~~ claims 1 ~~to 6~~ is intimately mixed with a pharmaceutically acceptable carrier.

9. (canceled)

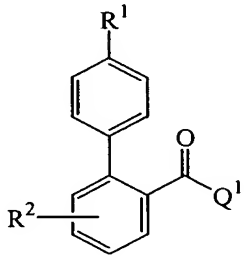
10. (currently amended) A process for preparing a compound of formula (I) wherein

~~a)~~ an intermediate of formula (II), wherein R^3, R^4, R^5, n, Y, X^1, X^2 and X^3 are defined as in claim 1,



(II)

is reacted with a biphenylcarboxylic acid or halide having the formula (III), wherein R^1 and R^2 are as defined in formula (I) and Q^1 is selected from hydroxy and halo, in at least one reaction-inert solvent and optionally in the presence of a suitable base



(III)

~~b) or, compounds of formula (I) are converted into each other following art-known transformation reactions; or if desired; a compound of formula (I) is converted into an acid addition salt, or conversely, an acid addition salt of a compound of formula (I) is converted into a free base form with alkali; and, if desired, preparing stereochemically isomeric forms thereof~~.

11 (new) The method according to claim 10 further comprising converting the compound of formula (I) into an acid addition salt.

12. (new) A compound as claimed in claim 2 wherein n is the integer zero.

13. (new) A compound as claimed in claim 3 wherein n is the integer zero.

14. (new) A compound as claimed in claim 4 wherein n is the integer zero.

15. (new) A compound as claimed in claim 2 wherein n is the integer 1.

16. (new) A compound as claimed in claim 3 wherein n is the integer 1.

17. (new) A compound as claimed in claim 4 wherein n is the integer 1.

18. (new) A method of treating a warm-blooded animal suffering from a disorder caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL) comprising administering to the animal a therapeutically effective amount of a compound of claim 1.

19. (new) The method according to claim 19 wherein the disorder is caused by the cholesterol associated with the VLDL or LDL.

20. (new) The method of treatment according to claim 17 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.

21. (new) The method of treatment according to claim 18 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.